

Hearing Date and Time: September 11, 2013 at 10:00 a.m.  
Objection Deadline: August 28, 2013 at 4:00 p.m.

**WOLF HALDENSTEIN ADLER FREEMAN &  
HERZ LLP**

Eric B. Levine  
Daniel Tepper  
270 Madison Avenue  
New York, NY 10016  
Telephone: (212) 545-4600  
Facsimile: (212) 545-4794

*Counsel for the Examiner*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

Objections Due: August 28, 2013 4 PM

**SECOND INTERIM FEE APPLICATION OF WOLF HALDENSTEIN  
ADLER FREEMAN & HERZ LLP, CONFLICTS COUNSEL  
TO THE EXAMINER, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM JANUARY 1, 2013 THROUGH AND INCLUDING APRIL 30, 2013**

Name of Applicant:	Wolf Haldenstein Adler Freeman & Herz LLP
Authorized to Provide Professional Services To:	The Examiner (as conflicts counsel)
Date of Retention:	December 27, 2012, <i>nunc pro tunc</i> to October 15, 2012
Period for Which Compensation and Reimbursement is Sought:	January 1, 2013 through April 30, 2013
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$77,787.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 1,623.06
This is a(n): ____ Monthly <input checked="" type="checkbox"/> Interim ____ Final Application	

### PRIOR MONTHLY FEE STATEMENTS

Date Served	Period Covered	Fees Requested	Expenses Requested	Fees Approved/Paid (80%)	Expenses Approved/Paid
1/30/2013	10/15/2012 – 12/31/2012	\$9,529.50	\$47.50	\$7,623.60	\$47.50
3/4/2013	1/1/2013-1/31/2013	\$13,604.00	\$828.95	\$10,883.20	\$828.95
4/5/2013	2/1/2013-2/28/2013	\$9,960.50	\$189.35	\$7,968.40	\$189.35
5/3/2013	3/1/2013 - 3/31/2013	\$41,011.50	\$326.58	\$32,809.20	\$326.58
6/17/2013	4/1/2013 - 4/30/2013	\$13,211.00	\$278.18	\$10,568.80	\$278.18

#### Interim Fee Application/Payment Summary

Interim Fee Application	Dates Covered by Interim Fee Period	Bankruptcy Court Approval Date	Amount Requested (fees/expenses)	Total Amount Approved/Paid	Holdback Amount Due (10%)
No. 1 (Docket No. 3178)	October 15, 2012 - December 31, 2012	April 23, 2013 (Docket No. 3556)	\$9,577.00	\$ 8,624.05	\$952.95

Both a redacted and unredacted copy of the Monthly Fee Statement were provided to the U.S. Trustee. Wolf Haldenstein requested that the U.S. Trustee destroy the unredacted copy of the Monthly Fee Statement following the U.S. Trustee's review.

Hearing Date and Time: September 11, 2013 at 10:00 a.m.  
Objection Deadline: August 28, 2013 at 4:00 p.m.

**WOLF HALDENSTEIN ADLER FREEMAN &  
HERZ LLP**

Eric B. Levine  
Daniel Tepper  
270 Madison Avenue  
New York, NY 10016  
Telephone: (212) 545-4600  
Facsimile: (212) 545-4794

*Counsel for the Examiner*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**SECOND INTERIM FEE APPLICATION OF WOLF HALDENSTEIN  
ADLER FREEMAN & HERZ LLP, CONFLICTS COUNSEL  
TO THE EXAMINER, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM JANUARY 1, 2013 THROUGH AND INCLUDING APRIL 30, 2013**

Wolf Haldenstein Adler Freeman & Herz LLP (“Wolf Haldenstein”), as conflicts counsel to the Court-appointed Examiner (the “Examiner”) in the Chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits this Second Interim Fee Application (the “Application”) for allowance of compensation and reimbursement of expenses for the period from January 1, 2013 through and including April 30, 2013 (the “Application Period”). This Application is submitted pursuant to sections 330, 331 and 503(b) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of

Professionals, dated July 17, 2012 (the “Interim Compensation Order”). In support of the Application, Wolf Haldenstein respectfully represents as follows:

### **BACKGROUND**

1. The Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code on May 14, 2012, and the Court authorized joint administration of the cases. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On June 4, 2012, Berkshire Hathaway, Inc. filed a motion (the “Examiner Motion”) for the appointment of an examiner pursuant to 11 U.S.C. § 1104(c). On June 20, 2012, the Court issued a Memorandum Opinion and Order granting the Examiner Motion (the “Memorandum Decision”). On June 28, 2012, the Court entered the Order Directing the Appointment of an Examiner Pursuant to Section 1104(c) of the Bankruptcy Code (the “Examiner Order”).

3. On July 3, 2012, the United States Trustee for the Southern District of New York appointed Arthur J. Gonzalez as Examiner in the Chapter 11 Cases, subject to Court approval. On that same date, the Court entered an order approving the appointment.

4. By order of the Court August 9, 2012, Chadbourne & Parke LLP (“Chadbourne”) was appointed as counsel to the Examiner.

5. On November 21, 2012, the Examiner, by Chadbourne, filed an application for an order authorizing the Examiner to employ and retain Wolf Haldenstein as conflicts counsel. In particular, that application sought to retain Wolf Haldenstein in connection with aspects of the Examiner’s investigation (the “Investigation”) involving obtaining information from third parties as to which Chadbourne potentially had a potential conflict of interest. At the time of the

application, the known third parties as to which Chadbourne had a conflict of interest were J.P. Morgan Securities, LLC, Morgan Stanley & Co. LLC, Goldman Sachs & Co., Citibank and/or their respective affiliates.

6. By order entered December 27, 2012, Wolf Haldenstein's retention was approved, nunc pro tunc to October 15, 2012.

7. Wolf Haldenstein accordingly commenced and continued to provide its services, including during the Application Period. As set forth above, Wolf Haldenstein filed regular monthly fee statements and one prior interim fee application.

8. On May 13, 2013, the Examiner filed his report under seal (Docket No. 3698). On June 26, 2013, the Bankruptcy Court entered its Order Unsealing the Examiners' Report.

9. On July 3, 2013, the Debtors filed the Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors.

### **JURISDICTION AND VENUE**

10. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

### **COMPLIANCE WITH GUIDELINES AND ORDER GOVERNING APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

11. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases effective as of February 5, 2013 (the "Local Guidelines") and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines").

### **SUMMARY OF APPLICATION**

12. Wolf Haldenstein seeks compensation for professional services rendered to the Examiner during the Application Period in the aggregate amount of \$77,787.00 and reimbursement of actual and necessary expenses incurred in connection with the rendering of services during the Application Period in the aggregate amount of \$1,623.06. During the Application Period, Wolf Haldenstein attorneys and paraprofessionals expended a total of 175.60 hours for which compensation is requested.

13. Pursuant to the Guidelines, a schedule setting forth a description of the project categories utilized in this case, the number of hours expended by Wolf Haldenstein partners, associates and paraprofessionals by project category, and the aggregate fees associated with each project category is attached hereto as Exhibit A.

14. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Examiner during the Application Period, the regular customary billing rates and the total value of time incurred by each of Wolf Haldenstein's professionals and paraprofessionals rendering services to the Examiner is attached hereto as Exhibit B.

15. Wolf Haldenstein maintains computerized records of the time spent by all professionals and paraprofessionals rendering services to the Examiner during the Application Period. Redacted copies of these computerized records are attached hereto as Exhibit C. An unredacted copy is being provided to the U.S. Trustee for review by that office.

16. A summary of the actual and necessary expenses incurred by Wolf Haldenstein is attached as Exhibit D, which provides itemized expense detail.

17. Pursuant to the Guidelines, a certification regarding compliance with same is attached hereto as Exhibit E.

**SUMMARY OF SERVICES  
DURING THE APPLICATION PERIOD**

18. As set forth in the detailed computerized records attached hereto as Exhibit C, fees incurred by Wolf Haldenstein during the Application Period totaled \$77,787.00.

19. The services rendered by Wolf Haldenstein during the Application Period are grouped into specific project categories as set forth in Exhibit A, and the total compensation sought for each category is set forth in that exhibit. The attorneys and paraprofessionals who rendered services are identified on Exhibit B, along with the number of hours for each individual.

20. The following is a summary of the activities performed by Wolf Haldenstein attorneys and paraprofessionals during the Application Period, organized by project category.

**A. Project 1: Witness Subpoenas and Discovery**

Fees	69,039.00	Hours	159.40
------	-----------	-------	--------

21. As noted above, Wolf Haldenstein's retention is primarily for the purpose of obtaining information from third parties as to which Chadbourne has a potential conflict of interest.

22. During the Application Period, having previously prepared and then served subpoenas for the production of documents and information upon J.P. Morgan Securities, LLC, Morgan Stanley & Co. LLC, Goldman Sachs & Co. and Citibank, and/or their respective affiliates, Wolf Haldenstein met and conferred with counsel to the subpoenaed parties on an at least weekly basis, and often more frequently, about the scope, timing and format of their

production under the subpoenas. Wolf Haldenstein responded to questions from the subpoenaed parties about the scope, timing and format of production and took all necessary actions to ensure that documents and information were produced in a timely and complete manner. Wolf Haldenstein documented and kept the Examiner apprised of the subpoenaed parties' compliance with the subpoenas. Wolf Haldenstein further met and conferred with the subpoenaed parties about formulating, testing and revising search terms for electronically stored data.

23. As discovery was produced, it was logged and forwarded to the Examiner for review and analysis. Wolf Haldenstein then analyzed the subpoenaed parties' privilege logs, communicated and negotiated with the subpoenaed parties' counsel about deficiencies to their privilege logs, and obtained additional information and/or revised privilege logs as requested by the Examiner.

24. Wolf Haldenstein also prepared and served supplemental subpoenas on Deloitte LLP and PricewaterhouseCoopers LLP. Wolf Haldenstein thereafter met and conferred with counsel to Deloitte and PricewaterhouseCoopers about the scope, timing and format of their production under the subpoenas. Wolf Haldenstein responded to questions from Deloitte and PricewaterhouseCoopers about the scope, timing and format of production and took all necessary actions to ensure that documents and information were produced in a timely manner. Wolf Haldenstein documented and kept the Examiner apprised of the Deloitte and PricewaterhouseCoopers' compliance with the subpoenas. Wolf Haldenstein further met and conferred with the Deloitte and PricewaterhouseCoopers about formulating, testing and revising search terms for electronically stored data. As discovery was produced, it was logged and forwarded to the Examiner for review and analysis.



25. Wolf Haldenstein also spent time preparing for and conducting the recorded interviews of witnesses from Goldman Sachs and Morgan Stanley on behalf of the Examiner about their firms' relationship with the debtor and its affiliates. In that connection, Wolf Haldenstein reviewed and analyzed selected documents produced by these parties; reviewed and analyzed the Examiner's background materials to become familiar with the factual and procedural background sufficient to conduct the interviews; met and conferred with the Examiner's attorneys to prepare for conducting the interviews; drafted and revised outlines of questions; and conducted the interviews of witnesses from Goldman Sachs and Morgan Stanley.

26. Wolf Haldenstein also prepared for and attended one court hearing to report about the status of the subpoenas and the subpoenaed parties' compliance therewith and participated in weekly status conference calls with the Examiner and his other counsel.

**B. Fee/Retention Applications**

Fees	8,748.00	Hours	16.20
------	----------	-------	-------

27. During the Application Period, Wolf Haldenstein prepared monthly fee statements for filing with the court as well as its first interim fee application. Wolf Haldenstein also attended one court hearing on its first interim fee application.

**ACTUAL AND NECESSARY EXPENSES**

28. As set forth in Exhibit D hereto, Wolf Haldenstein has incurred \$47.50 in actual, necessary expenses in providing professional services to the Examiner during the Application Period. Only a single item of expense was charged, for one messenger service.

29. These disbursements are not included in Wolf Haldenstein's overhead for the purpose of setting billing rates. In seeking reimbursement for outside professional services, Wolf Haldenstein requests reimbursement for the actual costs incurred. Wolf Haldenstein has made

every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Examiner.

**DETERMINATION OF WOLF HALDENSTEIN'S REQUESTED FEE**

30. In seeking compensation in these Chapter 11 Cases, Wolf Haldenstein has utilized its 2012 hourly rate structure in accordance with the Guidelines. For purposes of this Application, Wolf Haldenstein has calculated its request for compensation by multiplying: (a) the hours of time spent on services rendered on behalf of the Examiner, by (b) the 2012 hourly rate assigned to each attorney or paraprofessional rendering such services. The compensation sought herein is requested without prejudice to Wolf Haldenstein's right to seek such additional and reasonable compensation for any additional services rendered in these Chapter 11 Cases at the conclusion thereof upon the filing of an appropriate application therefor.

31. Wolf Haldenstein's fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity and size of these Chapter 11 Cases. Wolf Haldenstein's fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar chapter 11 cases. Accordingly, Wolf Haldenstein's fees are reasonable pursuant to section 330 of the Bankruptcy Code.

32. Section 330(a)(1)(B) of the Bankruptcy Code permits for reimbursement for actual, necessary expenses. Wolf Haldenstein's legal services and expenses incurred during the Application Period constitute only those necessary expenses that were incurred for the benefit of the Debtors' estates. Wolf Haldenstein has properly requested reimbursement of only actual, necessary and appropriate legal expenses.

33. Except as permitted by rule 2016 of the Federal Rules of Bankruptcy Procedure, no agreement or undertaking exists between Wolf Haldenstein and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Examiner.

34. Pursuant to the standards set forth in sections 330 and 331 of the Bankruptcy Code, Wolf Haldenstein submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

**NOTICE AND NO PRIOR APPLICATION**

35. Pursuant to the Interim Compensation Order, notice of this Application has been served upon the following parties (collectively, as further defined in the Interim Compensation Order, the “Notice Parties”): (i) counsel for the Debtors; (ii) the Office of the United States Trustee for the Southern District of New York; (iii) counsel for the Official Committee of Unsecured Creditors; (iv) counsel for Ally Financial Inc.; and (v) counsel for Barclays Bank PLC. In light of the nature of the relief requested herein, Wolf Haldenstein submits that no further or other notice is required.

36. No previous application for relief sought herein has been made to this or any other court.

37. As set forth in the attached certification, the Examiner has had the opportunity to review, and has approved, the amounts requested in the Application.

**WHEREFORE**, Wolf Haldenstein respectfully requests that this Court issue and enter an order (i) authorizing compensation in the amount of \$77,787.00 for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith in the amount of \$1,623.06, for a total fee and expense request for the Application Period of \$79,410.06; (ii) authorizing and directing the Debtors to remit payment to Wolf Haldenstein as set forth herein, less all amounts previously paid on account of such fees and expenses; and (ii) granting such other and further relief as this Court deems just and proper.

Dated: New York, New York  
August 6, 2013

WOLF HALDENSTEIN ADLER FREEMAN  
& HERZ LLP

By: /s/  
Eric B. Levine  
A Member of the Firm  
Conflicts Counsel for the Examiner  
270 Madison Avenue  
New York, NY 10016  
(212) 545-4600

/724633.3

**Exhibit A**  
**Residential Capital, LLC et al.**  
**Summary of Services By Project Category**  
**January 1, 2013 through April 30, 2013**

---

<u>Project Category</u>	<u>Hours</u>	<u>Fees Requested</u>
Witness Subpoenas and Discovery	159.40	69,039.00
Fee and Retention Applications	16.20	8,748.00
Total	175.60	77,787.00

<b>Exhibit B</b>					
Name	Department	Year of Admission	2012 Hourly Rate	Total Hours	Total
<b><u>Partner</u></b>					
Eric B Levine (since 1986)	Corporate and Commercial Litigation	1978 (NY)	\$ 540.00	\$ 22,788.00	42.2
Charles J. Hecht (since 2010)	Corporate and Commercial Litigation	1965 (NY)	\$ 795.00	\$ 1,272.00	1.6
<b><u>Associate</u></b>					
Dan Tepper (since 2010)	Corporate and Commercial Litigation	2002 (NY) 2001 (MA inactive)	\$ 415.00	\$ 51,377.00	123.8
<b><u>Paralegals</u></b>					
Joseph Weiss	Litigation	n/a	\$ 295.00	\$ 295.00	1.0
James Cirigliano	Litigation	n/a	\$ 305.00	\$ 1,830.00	6.0
David Weinstein	Litigation	n/a	\$ 225.00	\$ 225.00	1.0
<b>Totals</b>					
				<b>\$ 77,787.00</b>	<b>175.6</b>
<b>Blended Rate</b>					
	\$ 442.98				

Date: 03/04/2013

Tab 3 Detail Work-in-Process Report  
Wolf Haldenstein Adler Freeman & Herz LLP

Page: 1

Client: 19127.001M ResCap Examiner

RESCAP

Contact:

Witness Subpoenas and Discovery

Primary Timekeeper: 7 EBL Category: 1 Commercial Litigation  
 Secondary Timekeeper: 7 EBL Draft Template: EBL Rate Code: 1  
 Originating Timekeeper: 7 EBL Final Template: EBL Date Opened: 12/06/2012  
 Previous Balance: 0.00

**REDACTED**

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Fees</b>																	
01/04/2013	7 EBL	1						499	12	540.00		0.60	0.60		324.00		Telephone call with MacGregor (attorney for JPMorgan) re documents regarding (.2); analysis re same (.2); email to her re same and various discovery issues (.2)
01/07/2013	7 EBL	1						499	13	540.00		1.30	1.30		702.00		Telephone call with Schwinger and McCormick re status and strategy (.5); telephone call with Susanna Buregal and Jane O'Brien (attorneys for Citi) re Citi's responses (.3); email MacGregor (attorney for JPMorgan) re its responses (.3); email Schwinger re status and strategy (.2)
01/08/2013	7 EBL	1						499	14	540.00		1.70	1.70		918.00		Telephone call with Schwinger re status and strategy (.2); drafted and sent emails re meet and confer procedure to counsel for JPMorgan and Morgan Stanley (.5); prepared subpoena for affiliate of JPMorgan and arranged service (1.0)
01/09/2013	7 EBL	1						499	15	540.00		0.50	0.50		270.00		Prepared for meet and confer with JPMorgan counsel
01/10/2013	7 EBL	1						499	16	540.00		2.00	2.00		1,080.00		Prepared for meet and confer with JPMorgan counsel (1.0); conducted meet and confer with JPMorgan counsel (.7); drafted memo to file; telephone call with Schwinger re status and strategy (.3)
01/11/2013	7 EBL	1						499	17	540.00		0.20	0.20		108.00		Continued attention to responses to subpoenas
01/15/2013	7 EBL	1						499	18	540.00		1.30	1.30		702.00		Prepared for "meet and confer" conversation with Goldstein and Fatale re Goldman responses (.5); telephone call with Goldstein and Fatale re same (.5); file memo re same (.3)
01/15/2013	7 EBL	1						499	19	540.00		1.30	1.30		702.00		Prepared for "meet and confer" conversation with Rhys and DeHaan re Morgan Stanley responses (.5); telephone call with Rhys and DeHaan re same (.5); file memo re same (.3)
01/15/2013	7 EBL	1						499	20	540.00		0.50	0.50		270.00		Telephone call with Bueregel and O'Brien re Citi subpoena (.3); file memo re same (.2)
01/15/2013	7 EBL	1						499	21	540.00		0.80	0.80		432.00		Email MacGregor re continuation of discussions re JPM responses to subpoena (.2); telephone call with MacGregor, further on meet and confer (.3); memo to file re same (.3)
01/17/2013	7 EBL	1						499	22	540.00		0.10	0.10		54.00		Telephone call with Schwinger re status as to

Date: 03/04/2013

**Tab 3 Detail Work In Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 2

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Hrs	Amount		
01/18/2013	7 EBL	1						499	23	540.00		0.60	0.60		324.00	each bank Email Goldstein re Goldman subpoena response (.2); email Davies re Morgan Stanley subpoena response (.2); email MacGregor re JPM subpoena response (.2) Telephone call with A.R. Davies re Morgan Stanley for continuation of "meet and confer" on document production (.3); drafted file memo re (.3); telephone call with A. MacGregor re JP Morgan for continuation of "meet and confer" on document production (.3); drafted file memo re same (.3); email Goldstein re Goldman Sachs subpoena (.1); reviewed initial production and response of Citi and sent same to Schwinger with comments by email (1.0)			
01/22/2013	7 EBL	1						499	24	540.00		2.30	2.30		1,242.00	Meet and confer conference with Buerger and O'Brien re Citi (.3); assignment to D. Tepper re assisting on subpoenas and meet/confers (.7)			
01/24/2013	7 EBL	1						499	25	540.00		1.00	1.00		540.00	Report from D. Tepper on status Conferences with D. Tepper re status of various subpoenas			
01/29/2013	7 EBL	1						499	26	540.00		0.10	0.10		54.00				
01/30/2013	7 EBL	1						499	34	540.00		0.20	0.20		108.00				
Billable Total:												7 Eric B. Levine				14.50	14.50		7,830.00
01/24/2013	131 DT	1						10	27	415.00		2.70	2.70		1,120.50	Conference with EBL and counsel to Citi re: meet & confer, production issues (.4); Reviewed file re: Goldman and prepared for telephone meet & confer (1.3); Telephone meet & confer with Fried Frank re: Goldman (.4); Drafted memo to file re: meet & confer with Fried Frank re: Goldman, followup with EBL re: same (.6).			
01/25/2013	131 DT	1						10	28	415.00		2.30	2.30		954.50	Reviewed e-mails (.2); analyzed file re: Morgan Stanley (.7); Meet & confer (2x) with Andrew Rhys-Davies re: Morgan Stanley and scope of subpoena (.5); meet & confer with Fried Frank re: Goldman (.2); calls with Robert Schwinger re: same (.2); memos re: Morgan Stanley and Goldman (.4); conference with EBL re: (.1)			
01/28/2013	131 DT	1						10	29	415.00		1.10	1.10		456.50	Analyzed e-mails from Bob Schwinger re: Goldman and Morgan Stanley (.3); Reviewed memo file re: status of subpoenas (.2); E-mail with Fried Frank re: (.1); E-mail to Allen & Overy re: (.4). Conference with EBL re: outstanding issues (.1).			
01/29/2013	131 DT	1						10	30	415.00		0.60	0.60		249.00	Call with Fried Frank re: Goldman securitization issues, followup re: same (.3);			



Date: 03/04/2013

Tab 3 Detail Work-In-Process Report  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 3

Client: 19127.001M ResCap Examiner (Continued)

**REDACTED**

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
01/30/2013	131 DT	1						10	31	415.00		2.70	2.70		1,120.50		e-mail with Allen & Overy re: Merrill Lynch issues (.2); e-mails with Robert Schwinger re: (.1) Analyzed e-mail re: Citi e-mail search protocol, followup with Robert Schwinger re: (.2); call with Paul Weiss re: Citi production status (.2); call with Kelley Drye re: JPMorgan production status (.2); conference with Robert Schwinger re: Goldman issues, drafted (1.3); e-mail with Allen & Overy re: Morgan Stanley Project Duvall issues, e-mail with Robert Schwinger re: , conference with Robert Schwinger re: (.3); revisions to Fried Frank letter re Goldman (.5)
01/31/2013	131 DT	1						10	32	415.00		1.00	1.00		415.00		Analyzed Robert Schwinger e-mail re: followup with EBL re: same (.2); followup re: JP Morgan production, calls with counsel re: (.3); E-mail with Robert Schwinger re: e-mail to Allen & Overy re: changes to e-mail search parameters (.3); E-mail with Paul Weiss re: Citi search parameters (.1); analyzed Robert Schwinger e-mail re: (.1)
Billable Total:												10.40	10.40		4,316.00		131 Daniel Tepper
Total Billable Fees												24.90	24.90		12,146.00		
<b>Expenses</b>																	
01/10/2013	7 EBL		A					607	2						527.00		DLS #13882
01/10/2013	7 EBL		A					607	3						284.00		DLS #13883
Billable Total:															811.00		Tcode 607 DLS
01/24/2013	7 EBL		D					611	4	0.250	2.00				0.50		Reproduction/Duplication
01/24/2013	7 EBL		D					611	5	0.250	12.00				3.00		Reproduction/Duplication
01/24/2013	7 EBL		D					611	6	0.250	44.00				11.00		Reproduction/Duplication
01/24/2013	7 EBL		D					611	7	0.250	8.00				2.00		Reproduction/Duplication
01/24/2013	7 EBL		D					611	8	0.250	4.00				1.00		Reproduction/Duplication
01/30/2013	7 EBL		D					611	10	0.250	1.00				0.25		Reproduction/Duplication
Billable Total:															17.75		Tcode 611 Reproduction/Duplication
01/30/2013	7 EBL		D					613	9						0.20		Telephone
Billable Total:															0.20		Tcode 613 Telephone
Total Billable Expenses															828.95		

Date: 03/04/2013

Tab 3 Detail Work In Process Report  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 4

Client: 19127.001M ResCap Examiner (Continued)

**REDACTED**

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Payments</b>																	
02/26/2013								502	1						-47.50		COST - PAYMENT RECEIVED - THANK
02/26/2013								501	2						-2,709.60		YOU {WT/Res Cap Corp Cash Concentratio }
<b>Total Billable Payments</b>															-2,757.10		FEE - PAYMENT RECEIVED - THANK YOU {WT/Res Cap Corp Cash Concentratio }

RECAP									
Fees:		12,146.00				Previous Balance:		0.00	
Expenses:		828.95				Payments/Credits:		-2,757.10	
Advances:		0.00							
Total WIP:		12,974.95		Balance Due:		-2,757.10		Total: 10,217.85	
Other WIP:	Hours:	20.97	Fees:	9,608.05	Exps:	260.30	Adv:	0.00	
A/R:	0-30		31-60		61-90		91-120		121-180
	-2,757.10		0.00		0.00		0.00		0.00

Date: 03/04/2013

Page 19 of 41  
**Tabs3 Detail Work In Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 5

Client: 19127.002M ResCap Examiner

RESCAP

Contact:

**REDACTED****Fee/Retention Applications**

Primary Timekeeper: 7 EBL Category: 1 Commercial Litigation  
 Secondary Timekeeper: 7 EBL Draft Template: EBL Rate Code: 1  
 Originating Timekeeper: 7 EBL Final Template: EBL Date Opened: 01/31/2013  
 Previous Balance: 0.00

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Fees</b>																	
01/30/2013	7 EBL	1						499	8	540.00		1.50	1.50		810.00		Drafting of monthly fee statement
01/31/2013	7 EBL	1						499	9	540.00		1.20	1.20		648.00		Revisions to monthly fee statement (1.0); telephone call with Lamb re monthly fee statement (.2)
Billable Total:												2.70	2.70		1,458.00		
<b>Total Billable Fees</b>												2.70	2.70		1,458.00		
<b>Payments</b>																	
02/26/2013								501	1						-4,914.00		FEE - PAYMENT RECEIVED - THANK YOU {WT/Res Cap Corp Cash Concentratio }
<b>Total Billable Payments</b>															-4,914.00		

<b>RECAP</b>									
Fees:	1,458.00			Previous Balance:	0.00				
Expenses:	0.00			Payments/Credits:	-4,914.00				
Advances:	0.00								
<b>Total WIP:</b>	1,458.00			<b>Balance Due:</b>	-4,914.00			<b>Total:</b>	<b>-3,456.00</b>
Other WIP:	Hours: 9.10			Fees:	4,914.00			Exps:	0.00
								Advs:	0.00
<b>A/R:</b>	<b>0-30</b>			<b>31-60</b>	<b>61-90</b>			<b>91-120</b>	<b>121-180</b>
	-4,914.00			0.00	0.00			0.00	0.00

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Date: 04/02/2013

Page: 1

Client: 19127.001M ResCap Examiner

RESCAP

Contact:

**Witness Subpoenas and Discovery**

Primary Timekeeper: 7 EBL Category: 1 Commercial Litigation  
 Secondary Timekeeper: 7 EBL Draft Template: EBL Rate Code: 1  
 Originating Timekeeper: 7 EBL Final Template: EBL Date Opened: 12/06/2012  
 Previous Balance: 11,614.55

**REDACTED**

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Fees</b>																	
02/05/2013	7 EBL	1						499	35	540.00		0.30	0.30		162.00		Conference with DT re status and strategy (.1); emails with Schwinger re schedule for interviews (.2)
02/12/2013	7 EBL	1						499	41	540.00		0.50	0.50		270.00		Telephone call with Tepper and Goodman and Finnegan of Chadbourne re status and protocol for interviews
Billable Total:		7 Eric B. Levine										0.80	0.80		432.00		
02/01/2013	131 DT	1						10	33	415.00		1.70	1.70		705.50		E-mail and followup call with Andrew Rhys-Davies re Morgan Stanley (.3); call with Jane O'Brien re: Citi production timeline (.2); e-mail with Al Fatale re: Goldman production, followup re: same (.3); e-mails with Robert Schwinger re: update and status (.3); call with Alison MacGregor re: JPMorgan production issues, e-mail to Robert Schwinger re: same (.4); e-mails with Nafees Nuruddin re: JPMorgan production issues (.2)
02/04/2013	131 DT	1						10	36	415.00		1.20	1.20		498.00		Followup re: initial Goldman production (.2); meet & confer with Goldman's counsel re: securitization documents and e-mail production (.3), memo to file re: meet & confer with Goldman's counsel re
02/05/2013	131 DT	1						10	37	415.00		1.40	1.40		581.00		(.3); Call with Robert Schwinger re: Goldman (.2); e-mail with Andrew Rhys-Davies re: Morgan Stanley expanded search parameters, followup with Robert Schwinger re: same (.2) Analyzed e-mail from Robert Schwinger re: (.2), e-mail to Andrew Rhys-Davies re: Morgan Stanley production, followup re: same (.2); calls with Andrew Rhys-Davies re: Dan Ammann e-mails, e-mail to Robert Schwinger re: same (.3); e-mails about
02/06/2013	131 DT	1						10	38	415.00		1.00	1.00		415.00		(.1); e-mail with Jane O'Brien re: Citi custodians (.2); Conference with Robert Schwinger re. and drafted e-mail to Fried Frank re (.4) Preparation for meet & confer with Fried Frank re: Goldman (.4); meet & confer with Fried Frank re: Goldman and followup re: same (.5); followup with Allen & Overy re: Morgan Stanley project lists (.1)

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Date: 04/02/2013

Page: 2

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
02/07/2013	131 DT	1						10	39	415.00		0.50	0.50		207.50		Call with Robert Schwinger re: (.1); e-mail with Citi, JP Morgan, Goldman and Morgan Stanley re: production deadlines (.2). E-mail with Goldman re: custodians, e-mail issues (.2)
02/08/2013	131 DT	1						10	40	415.00		0.40	0.40		166.00		E-mail with Kelley Drye re: JPMorgan production, followup with Robert Schwinger re: same (.2); e-mail with Fried Frank re: Goldman production (.2)
02/09/2013	131 DT	1						10	42	415.00		0.40	0.40		166.00		E-mails with Robert Schwinger re: status of production, reviewed emails re: same
02/11/2013	131 DT	1						10	43	415.00		1.20	1.20		498.00		E-mails with Phil Goodman and John Finnegan re: interviews (.2); e-mail with Fried Frank re: Goldman production (.1); e-mails with Fried Frank and Allen & Overy re: interviews, analyzed (.8); e-mail with Kelley Drye re: JP Morgan production (.1)
02/12/2013	131 DT	1						10	44	415.00		1.20	1.20		498.00		Reviewed (.2); conference call with EBL, John Finnegan and Philip Goodman (.6); call and e-mail with Goldman counsel re: initial production (.2); reviewed letter from JP Morgan counsel re: production, followup re: same (.1); e-mails with Robert Schwinger re: Goldman production (.1)
02/13/2013	131 DT	1						10	45	415.00		0.80	0.80		332.00		Call with Andrew Rhys-Davies re: production (.1); call with Jane O'Brien re: production (.1); analyzed (.4); e-mail with Alison MacGregor re: JPM'S technical issues (.2)
02/14/2013	131 DT	1						10	46	415.00		0.60	0.60		249.00		E-mail with Alison MacGregor re: JPM production (.1); Call with Robert Schwinger re: (.2); Call with Andrew Rhys-Davies re: interviews, outstanding production (.2); call with Jane O'Brien re: status of Citi production (.1)
02/15/2013	131 DT	1						10	47	415.00		0.50	0.50		207.50		E-mail with Fried Frank re: Goldman production (.1); conference call with Fried Frank counsel re: Goldman custodians and interviews (.2); e-mails with Robert Schwinger re: same (.2).
02/19/2013	131 DT	1						10	48	415.00		1.00	1.00		415.00		E-mails with Robert Schwinger re: followup re: same (.4); call with counsel to JP Morgan re: production issues, followup with Robert Schwinger re: same (.4); e-mail to Goldman re: interview, call with Robert Schwinger re: same (.2). 1.0
02/20/2013	131 DT	1						10	49	415.00		0.20	0.20		83.00		E-mail to Morgan Stanley re: interviews (.1); followup with Kelley Drye re: JP Morgan

Date: 04/02/2013

Pg 22 of 41  
**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 3

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
02/21/2013	131 DT	1						10	50	415.00		0.60	0.60		249.00		production (.1) - .2 Call with Robert Schwinger re: . followup re: same (.3); call with Alison Macgregor re: e-mail and production issues (.2); e-mail with Andrew Rhys-Davies re: Morgan Stanley interview (.1)
02/22/2013	131 DT	1						10	51	415.00		0.60	0.60		249.00		Call with JP Morgan re: email searches, e-mail with Robert Schwinger re: same (.3); followup re: JP Morgan production (.1); Conference call with Phil Goodman re: (.2)
02/25/2013	131 DT	1						10	52	415.00		2.20	2.20		913.00		Meeting with Phil Goodman and John Finnegan re: conference with EBL re: same (1.8); e-mail with Alison MacGregor re: JPMorgan ESI issues (.2); followup with Robert Schwinger re: same (.1); followup re: JPMorgan supplemental production (.1)
02/26/2013	131 DT	1						10	53	415.00		1.60	1.60		664.00		Call with Andrew Rhys Davies re: Morgan Stanley production, Jonathan Pruzan interview, e-mail re: same (.3); call with Jane O'Brien re: Citi production (.1); call with Nafees Nuruddin re: JPMorgan production (.1); calls with Stephanie Goldstein and Al Fatale re: Goldman production, Russ Hutchinson interview (.1); drafted memo to file re: (1.0)
02/27/2013	131 DT	1						10	54	415.00		0.10	0.10		41.50		Followup re: Goldman supplemental production
02/28/2013	131 DT	1						10	55	415.00		1.20	1.20		498.00		Prepared and served subpoenas on Deloitte and PwC, calls and followup with Carey Child re: same (1.0); followup with Allen & Overy re: Morgan Stanley production (.2)
Billable Total:		131 Daniel Tepper										18.40	18.40		7,636.00		
02/28/2013	201 JW	1						499	58	295.00		1.00	1.00		295.00		Researched addresses for service of subpoenas
Billable Total:		201 Joseph Weiss										1.00	1.00		295.00		
02/28/2013	205 JAC	1						499	60	305.00		4.50	4.50		1,372.50		Subpoenas for EBL and DT: research office locations (.5); draft and redraft subpoenas (3.0); put together pdf docs- combine subpoenas with schedules with orders (.5); para staffing for service of subpoenas on the three entities - Deloitte, D & T and PwC; note service information (.5)
Billable Total:		205 James A.Cirigliano										4.50	4.50		1,372.50		



Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
02/28/2013	7	EBL						703	32	0.100	2.00				0.20		Scanning
02/28/2013	7	EBL						703	33	0.100	2.00				0.20		Scanning
Billable Total:		Tcode 703 Scanning													3.10		
02/20/2013	7	EBL						710	11						38.45		NYC Messenger #14479
Billable Total:		Tcode 710 NYC Messenger													38.45		
Total Billable Expenses															189.35		

RECAP

Fees:	9,960.50	Previous Balance:	11,614.55		
Expenses:	189.35	Payments/Credits:	0.00		
Advances:	0.00				
<b>Total WIP:</b>	10,149.85	<b>Balance Due:</b>	11,614.55	<b>Total:</b>	<b>21,764.40</b>
Other WIP:	Hours: 38.90	Fees:	17,226.50	Exps:	326.58
Adv:					0.00
<b>A/R:</b>	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>91-120</b>	<b>121-180</b>
	11,614.55	0.00	0.00	0.00	0.00



Date: 04/29/2013

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 1

 Client: 19127.001M ResCap Examiner  
 Witness Subpoenas and Discovery

RESCAP

Contact:

**REDACTED**
 Primary Timekeeper: 7 EBL Category: 1 Commercial Litigation  
 Secondary Timekeeper: 7 EBL Draft Template: EBL Rate Code: 1  
 Originating Timekeeper: 7 EBL Final Template: EBL Date Opened: 12/06/2012  
 Previous Balance: 10,149.85

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Fees</b>																	
03/11/2013	7 EBL	1						499	114	540.00		0.30	0.30		162.00		Conference with DT re status of each subpoena and prep for hearing
03/14/2013	7 EBL	1						499	128	540.00		1.00	1.00		540.00		Prepared for hearing on disclosure issues
03/15/2013	7 EBL	1						499	129	540.00		2.00	2.00		1,080.00		Appeared in court on application re claw-back motion to report re subpoenas
03/25/2013	7 EBL	1						499	132	540.00		0.20	0.20		108.00		Conference with Tepper re upcoming interviews
03/29/2013	7 EBL	1						499	133	540.00		0.30	0.30		162.00		Conference with DT re report on interviews (.2); conference with DT re status of each bank (.1)
Billable Total:		7	Eric B. Levine									3.80	3.80		2,052.00		
03/26/2013	21 CJH	1						10	130	795.00		0.80	0.80		636.00		Review (.6) and follow-up conference with Dan Tepper (.20)
03/27/2013	21 CJH	1						10	131	795.00		0.80	0.80		636.00		Continuation of review of outline (.6) and brief follow-up conference with Dan Tepper on upcoming interview with Hutchison (.2)
Billable Total:		21	Charles J. Hecht									1.60	1.60		1,272.00		
03/01/2013	131 DT	1						10	111	415.00		1.30	1.30		539.50		Call with Cary Child re: subpoenas, followup with service list (.4); call with Andrew Rhys Davies re: MS interviews, followup re: same (.2); call with Alison MacGregor re: JPMorgan e-mails (.4), e-mail to Robert Schwinger re: same (.1); calls and followup with Goldman counsel re: Russ Hutchinson interviews (.2)
03/04/2013	131 DT	1						10	112	415.00		3.20	3.20		1,328.00		Followup re: Deloitte subpoena with Deloitte and Carey Child (.2); followup re: PwC subpoena, call with Ted Senger re: same (.3); subpoena service e-mail (.2); followup with Phil Goodman and Marc Reston re: interviews (.3); followup with MS re: production (.1); followup with Citi re: production (.2); followup with Goldman re: Russ Hutchinson production and interviews (.3); reviewed in preparation for interviews (1.6).
03/05/2013	131 DT	1						10	113	415.00		2.30	2.30		954.50		Followup with subpoena to Deloitte with Melissa Balmer (.2); followup re: scheduling of interviews with Goldman and MS counsel (.2); e-mails re: interviews and 3/15 conference (.2). Analyzed , for interviews (1.7)

Date: 04/29/2013

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 2

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
03/06/2013	131 DT	1						10	115	415.00		0.40	0.40		166.00		Followup with Fried Frank re: Russ Hutchinson interview (.2); followup with Allen & Overy re: Jonathan Pruzan interview (.1); e-mails with Phil Goodman re: interviews (.1)
03/07/2013	131 DT	1						10	116	415.00		1.70	1.70		705.50		Analyzed to prepare for interviews (1.6); e-mail to Carey Child re: missing PwC responses (.1)
03/08/2013	131 DT	1						10	117	415.00		0.20	0.20		83.00		Emails with Phil Goodman re: interviews (.1); followup to letter from PwC re: Subpoena (.1)
03/11/2013	131 DT	1						10	118	415.00		0.40	0.40		166.00		Letter from Al Fatale re: privileged documents, followup re: same (.2); conference with EBL re: 3/15 status hearing (.1); e-mail to Fried Frank re: clawback issue (.1)
03/12/2013	131 DT	1						10	119	415.00		0.90	0.90		373.50		E-mails and call with Robert Schwinger re: (.2); misc. e-mail (.1); call and e-mail with Melissa Balmer re: Deloitte production (.3); e-mail with Ted Senger re: PwC production (.1); call with Allen & Overy re MS issues (.1); misc. calls (.1)
03/13/2013	131 DT	1						10	120	415.00		2.20	2.20		913.00		Conference call with Examiner and team in advance of 3/15 status conference and preparation for same (1.2); followup re: Goldman clawback (.2); followup with Red Senger re: PWC. Memo to EBL re: status (.8)
03/14/2013	131 DT	1						10	121	415.00		0.90	0.90		373.50		Conference with EBL re hearing prep and call with Thomas McCormick re: same (.6); e-mails re: Deloitte and status (.3)
03/15/2013	131 DT	1						10	122	415.00		0.20	0.20		83.00		E-mail with Moran Stanley re: document production, followup re: same (.1); conference with EBL re: AM hearing (.1)
03/18/2013	131 DT	1						10	123	415.00		3.80	3.80		1,577.00		Followup with Chadbourne by e-mail re: issues (.2); followup with MS re: production (.1); Analyzed for interview preparation (3.5)
03/19/2013	131 DT	1						10	124	415.00		2.80	2.80		1,162.00		Call with Carey Child re: Deloitte and PwC issues, e-mail with Deloitte and PwC re same, followup re: same (.4); conference call with Phil Goodman and John Finnegan re: interviews (.3); followup with Goldman re: supplemental production (.1); document analysis for interview preparation (2.0)
03/20/2013	131 DT	1						10	125	415.00		2.00	2.00		830.00		Weekly conference call with Examiner and team (.6); followup re: Goldman production (.1); followup re: Citi production (.1); e-mails (.2); analyzed Examiner materials for interview prep (1.0)
03/21/2013	131 DT	1						10	126	415.00		4.50	4.50		1,867.50		Followup with MS and Goldman re: interview binders (.3); followup with Phil Goodman re:

Date: 04/29/2013

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 3

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
																	same (.2); e-mails (.3); analyzed
03/22/2013	131 DT	1						10	127	415.00		6.70	6.70		2,780.50		Reviewed interview materials (4.5); conference with John Finnegan and Phil Goodman at Chadbourne and followup re: same (2.0); e-mails with MS and GS re: interviews (.1); call with Stephanie Goldstein re: same ( 1)
03/23/2013	131 DT	1						10	134	415.00		5.60	5.60		2,324.00		Reviewed for interview prep
03/24/2013	131 DT	1						10	135	415.00		4.70	4.70		1,950.50		Reviewed documents for interview prep
03/25/2013	131 DT	1						10	136	415.00		9.90	9.90		4,108.50		Call with Andrew Rhys-Davies re: MS interview, followup re: same (.3); Call with Stephanie Goldstein and Al Fatale re: Goldman interview, followup re: same (.3); Analyzed and prepared deposition outline (9.2); e-mail re: Deloitte production, followup re: same (.1)
03/26/2013	131 DT	1						10	137	415.00		8.50	8.50		3,527.50		Revisions to Goldman interview outline and followup re: same (.3); e-mails with Ted Senger re: PwC production, privilege issues, followup re: same (.2); e-mails with Jamie Levitt at Morrison & Foerster re: privilege issues, followup re: same (.2); drafted interview outline for Jon Pruzan (Morgan Stanley) interview (7.8)
03/27/2013	131 DT	1						10	138	415.00		9.10	9.10		3,776.50		Followup with Carey Child re: auditor privilege logs (.2); interview of Russ Hutchinson at Chadbourne, preparation for same and followup re: same (6.0); preparation for interview of Jonathan Pruzan at Chadbourne (2.9)
03/28/2013	131 DT	1						10	139	415.00		6.00	6.00		2,490.00		Preparation for and took interview of Jonathan Pruzan at Chadbourne, followup re: same (5.0)
03/29/2013	131 DT	1						10	140	415.00		0.70	0.70		290.50		Calls to Jamie Levitt, Melissa Balmer and Dan Donovan re Deloitte privilege logs (.2); E-mails with Ted Senger and Cary Child and Mesirow re: PwC privilege logs (.4); call with Andrew Rhys-Davies re: followup to Pruzan interview, followup re: same (.1)
Billable Total:		131 Daniel Tepper										78.00	78.00		32,370.00		
03/04/2013	205 JAC	1						499	141	305.00		1.50	1.50		457.50		Have DIW & LC sign proofs of service for subpoenas (.2) ; organize docs re. subpoenas (1.30)
Billable Total:		205 James A.Cirigliano										1.50	1.50		457.50		
<b>Total Billable Fees</b>												<b>84.90</b>	<b>84.90</b>		<b>36,151.50</b>		

Date: 04/29/2013

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Page: 4

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Expenses</b>																	
03/01/2013	7 EBL		D					611	151	0.100	2.00				0.20		Reproduction/Duplication
03/01/2013	7 EBL		D					611	152	0.100	2.00				0.20		Reproduction/Duplication
03/01/2013	7 EBL		D					611	153	0.100	2.00				0.20		Reproduction/Duplication
03/01/2013	7 EBL		D					611	154	0.100	2.00				0.20		Reproduction/Duplication
03/01/2013	7 EBL		D					611	155	0.100	14.00				1.40		Reproduction/Duplication
03/01/2013	7 EBL		D					611	156	0.100	14.00				1.40		Reproduction/Duplication
03/01/2013	7 EBL		D					611	157	0.100	23.00				2.30		Reproduction/Duplication
03/04/2013	7 EBL		D					611	158	0.100	12.00				1.20		Reproduction/Duplication
03/04/2013	7 EBL		D					611	160	0.100	2.00				0.20		Reproduction/Duplication
03/04/2013	7 EBL		D					611	161	0.100	2.00				0.20		Reproduction/Duplication
03/04/2013	7 EBL		D					611	162	0.100	2.00				0.20		Reproduction/Duplication
03/04/2013	7 EBL		D					611	163	0.100	4.00				0.40		Reproduction/Duplication
03/12/2013	7 EBL		D					611	165	0.100	7.00				0.70		Reproduction/Duplication
03/12/2013	7 EBL		D					611	166	0.100	2.00				0.20		Reproduction/Duplication
03/12/2013	7 EBL		D					611	167	0.100	2.00				0.20		Reproduction/Duplication
03/13/2013	7 EBL		D					611	171	0.100	1.00				0.10		Reproduction/Duplication
03/14/2013	7 EBL		D					611	172	0.100	2.00				0.20		Reproduction/Duplication
03/19/2013	7 EBL		D					611	173	0.100	18.00				1.80		Reproduction/Duplication
03/19/2013	7 EBL		D					611	174	0.100	28.00				2.80		Reproduction/Duplication
03/19/2013	7 EBL		D					611	176	0.100	8.00				0.80		Reproduction/Duplication
03/19/2013	7 EBL		D					611	177	0.100	28.00				2.80		Reproduction/Duplication
03/19/2013	7 EBL		D					611	178	0.100	4.00				0.40		Reproduction/Duplication
03/19/2013	7 EBL		D					611	179	0.100	1.00				0.10		Reproduction/Duplication
03/19/2013	7 EBL		D					611	180	0.100	1.00				0.10		Reproduction/Duplication
03/19/2013	7 EBL		D					611	181	0.100	6.00				0.60		Reproduction/Duplication
03/19/2013	7 EBL		D					611	182	0.100	1.00				0.10		Reproduction/Duplication
03/19/2013	7 EBL		D					611	183	0.100	28.00				2.80		Reproduction/Duplication
03/19/2013	7 EBL		D					611	184	0.100	6.00				0.60		Reproduction/Duplication
03/21/2013	7 EBL		D					611	186	0.100	6.00				0.60		Reproduction/Duplication
03/21/2013	7 EBL		D					611	187	0.100	5.00				0.50		Reproduction/Duplication
03/21/2013	7 EBL		D					611	189	0.100	1.00				0.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	190	0.100	1.00				0.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	191	0.100	1.00				0.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	192	0.100	72.00				7.20		Reproduction/Duplication
03/21/2013	7 EBL		D					611	193	0.100	71.00				7.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	194	0.100	52.00				5.20		Reproduction/Duplication
03/21/2013	7 EBL		D					611	195	0.100	71.00				7.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	196	0.100	111.00				11.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	197	0.100	109.00				10.90		Reproduction/Duplication
03/21/2013	7 EBL		D					611	198	0.100	71.00				7.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	199	0.100	20.00				2.00		Reproduction/Duplication
03/21/2013	7 EBL		D					611	200	0.100	125.00				12.50		Reproduction/Duplication
03/21/2013	7 EBL		D					611	201	0.100	16.00				1.60		Reproduction/Duplication
03/21/2013	7 EBL		D					611	202	0.100	81.00				8.10		Reproduction/Duplication
03/21/2013	7 EBL		D					611	203	0.100	14.00				1.40		Reproduction/Duplication
03/21/2013	7 EBL		D					611	204	0.100	118.00				11.80		Reproduction/Duplication
03/21/2013	7 EBL		D					611	205	0.100	3.00				0.30		Reproduction/Duplication
03/21/2013	7 EBL		D					611	206	0.100	118.00				11.80		Reproduction/Duplication

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Date: 04/29/2013

Page: 5

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
03/21/2013	7 EBL	D						611	207	0.100	2.00				0.20		Reproduction/Duplication
03/21/2013	7 EBL	D						611	208	0.100	51.00				5.10		Reproduction/Duplication
03/21/2013	7 EBL	D						611	209	0.100	28.00				2.80		Reproduction/Duplication
03/21/2013	7 EBL	D						611	210	0.100	20.00				2.00		Reproduction/Duplication
03/21/2013	7 EBL	D						611	211	0.100	6.00				0.60		Reproduction/Duplication
03/21/2013	7 EBL	D						611	212	0.100	61.00				6.10		Reproduction/Duplication
03/22/2013	7 EBL	D						611	214	0.100	3.00				0.30		Reproduction/Duplication
03/22/2013	7 EBL	D						611	215	0.100	11.00				1.10		Reproduction/Duplication
03/22/2013	7 EBL	D						611	216	0.100	137.00				13.70		Reproduction/Duplication
03/22/2013	7 EBL	D						611	217	0.100	61.00				6.10		Reproduction/Duplication
03/22/2013	7 EBL	D						611	218	0.100	108.00				10.80		Reproduction/Duplication
03/22/2013	7 EBL	D						611	219	0.100	18.00				1.80		Reproduction/Duplication
03/25/2013	7 EBL	D						611	220	0.100	37.00				3.70		Reproduction/Duplication
03/26/2013	7 EBL	D						611	222	0.100	17.00				1.70		Reproduction/Duplication
03/26/2013	7 EBL	D						611	223	0.100	37.00				3.70		Reproduction/Duplication
03/26/2013	7 EBL	D						611	224	0.100	44.00				4.40		Reproduction/Duplication
03/27/2013	7 EBL	D						611	226	0.100	37.00				3.70		Reproduction/Duplication
03/29/2013	7 EBL	D						611	229	0.100	2.00				0.20		Reproduction/Duplication
Billable Total: Tcode 611 Reproduction/Duplication															197.00		
03/19/2013	7 EBL	D						613	175						0.39		Telephone
03/29/2013	7 EBL	D						613	227						0.20		Telephone
03/29/2013	7 EBL	D						613	228						0.39		Telephone
Billable Total: Tcode 613 Telephone															0.98		
03/04/2013	7 EBL	D						703	159	0.100	1.00				0.10		Scanning
03/13/2013	7 EBL	D						703	168	0.100	2.00				0.20		Scanning
03/13/2013	7 EBL	D						703	169	0.100	2.00				0.20		Scanning
03/13/2013	7 EBL	D						703	170	0.100	2.00				0.20		Scanning
03/20/2013	7 EBL	D						703	185	0.100	1.00				0.10		Scanning
03/21/2013	7 EBL	D						703	188	0.100	1.00				0.10		Scanning
03/26/2013	7 EBL	D						703	221	0.100	1.00				0.10		Scanning
03/27/2013	7 EBL	D						703	225	0.100	1.00				0.10		Scanning
Billable Total: Tcode 703 Scanning															1.10		
03/08/2013	7 EBL							710	164						51.00		NYC Messenger #14740
03/25/2013	7 EBL							710	213						76.50		NYC Messenger # 14940
Billable Total: Tcode 710 NYC Messenger															127.50		
<b>Total Billable Expenses</b>															326.58		

**Tabs3 Detail Work-In-Process Report**  
Wolf Haldenstein Adler Freeman & Herz LLP

Date: 04/29/2013

Client: 19127.001M ResCap Examiner (Continued)

**R E C A P**

Fees:	36,151.50	Previous Balance:	10,149.85		
Expenses:	326.58	Payments/Credits:	0.00		
Advances:	0.00				
<b>Total WIP:</b>	<b>36,478.08</b>	<b>Balance Due:</b>	<b>10,149.85</b>	<b>Total:</b>	<b>46,627.93</b>
Other WIP:	Hours: 22.70	Fees: 10,283.00	Exps: 278.18	Advs: 0.00	
<b>A/R:</b>	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>91-120</b>	<b>121-180</b>
	10,149.85	0.00	0.00	0.00	0.00

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Date: 04/29/2013

Client: 19127.002M ResCap Examiner

RESCAP

Contact:

**Fee/Retention Applications**

Primary Timekeeper: 7 EBL Category: 1 Commercial Litigation  
 Secondary Timekeeper: 7 EBL Draft Template: EBL Rate Code: 1  
 Originating Timekeeper: 7 EBL Final Template: EBL Date Opened: 01/31/2013  
 Previous Balance: 0.00

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Fees</b>																	
03/01/2013	7 EBL	1						499	21	540.00		1.50	1.50		810.00		Prep of second monthly statement for fees
03/04/2013	7 EBL	1						499	22	540.00		1.00	1.00		540.00		Final on monthly statement
03/05/2013	7 EBL	1						499	23	540.00		2.50	2.50		1,350.00		Prepared fee application
03/06/2013	7 EBL	1						499	24	540.00		1.00	1.00		540.00		Revised and finalized first fee application
03/25/2013	7 EBL	1						499	25	540.00		1.50	1.50		810.00		Draft February 2013 monthly fee statement
03/29/2013	7 EBL	1						499	26	540.00		1.50	1.50		810.00		Draft monthly statement for February
Billable Total:		7 Eric B. Levine										9.00	9.00		4,860.00		
<b>Total Billable Fees</b>												9.00	9.00		4,860.00		

**RECAP**

Fees:	4,860.00	Previous Balance:	0.00
Expenses:	0.00	Payments/Credits:	0.00
Advances:	0.00		
<b>Total WIP:</b>	<b>4,860.00</b>	<b>Balance Due:</b>	<b>0.00</b>
<b>Total:</b>		<b>Total:</b>	<b>4,860.00</b>

  

Other WIP:	Hours:	2.50	Fees:	1,350.00	Exps:	0.00	Adv:	0.00
------------	--------	------	-------	----------	-------	------	------	------

  

<b>A/R:</b>	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>91-120</b>	<b>121-180</b>	<b>181+</b>
	0.00	0.00	0.00	0.00	0.00	0.00

Date: 06/04/2013

**Tabs3 Detail Work-In-Process Report**  
Wolf Haldenstein Adler Freeman & Herz LLP

Page: 1

Client: 19127.001M ResCap Examiner  
Witness Subpoenas and Discovery

RESCAP

Contact:

**REDACTED**

Primary Timekeeper: 7 EBL Category: 1 Commercial Litigation  
 Secondary Timekeeper: 7 EBL Draft Template: EBL Rate Code: 1  
 Originating Timekeeper: 7 EBL Final Template: EBL Date Opened: 12/06/2012  
 Previous Balance: 48,533.83

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Fees</b>																	
04/01/2013	7 EBL	1						499	101	540.00		0.50	0.50		270.00		Reviewed and revised email of
04/02/2013	7 EBL	1						499	102	540.00		1.50	1.50		810.00		Prepared for (.5) and participated (1.0) in weekly telephone conversation among counsel
04/03/2013	7 EBL	1						499	103	540.00		1.00	1.00		540.00		Prepared for and participated in telephone conference with Examiner, counsel and Mesirov
04/16/2013	7 EBL	1						499	108	540.00		0.20	0.20		108.00		Conference with DT re interview of PwC
04/17/2013	7 EBL	1						499	144	540.00		1.70	1.70		918.00		Prepared for (.2) and attended (1.5) telephonic interview of PwC re Examiner's Report
04/18/2013	7 EBL	1						499	145	540.00		2.00	2.00		1,080.00		Attended by phone telephonic interview
Billable Total:			7 Eric B. Levine									6.90	6.90		3,726.00		
04/01/2013	131 DT	1						10	96	415.00		6.50	6.50		2,697.50		Followup re: Morrison Foerster privilege logs with Carey Child and Jamie Levitt (.3); followup re with Carey Child and Ted Senger (.3); calls with Carey Child and Tom McCormick re: outstanding issues research re: followup re: same (.8); research re: possible motion to
04/02/2013	131 DT	1						10	97	415.00		1.70	1.70		705.50		drafted memo re: same, revised memo, conference with EBL re: same (3.7); analyzed Morrison Foerster and Kirkland privilege logs and annotated same re: potentially objectionable privilege claims (.4); call with Dan Donovan at Kirkland re: privilege log issues (.1); followup with Allen & Overy re: destruction of interview prep binders and Bates nos. re: signed GMAC engagement letter (.2); analyzed adequacy of Kirkland privilege logs per Carey Child (.3); analyzed and followup with Marc Reston at Chadbourne re: same (.4) Call with Carey Child re: issues (.2); conference call re: same (.8); conference with EBL re: same (.1); followup with Kirkland re: privilege log detail (.2); e-mail with Carey Child re: outstanding issues (.2);



**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Date: 06/04/2013

Page: 2

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
04/03/2013	131 DT	1						10	98	415.00		2.10	2.10		871.50		e-mail with PwC re: audit response letter issues (.2) Conference call with Examiner, Chadbourne and Meserow re status (.8); e-mail with JP Morgan, Robert Schwinger, Carey Child and Tim Martin re: supplemental search terms for JP Morgan e-mails (.5); Calls and e-mails with Melissa Balmer re: Deloitte interview, followup with Carey Child and Tim Martin re: same (.4); e-mails with Ted Senger re: PwC interview, followup with Carey Child re: same (.2); followup re MoFo privilege log (.2).
04/04/2013	131 DT	1						10	99	415.00		0.70	0.70		290.50		Calls with Carey Child and Tim Martin re auditor interviews, followup re: same (.2); call with Melissa Balmer re: Deloitte interviews, followup re: same (.2); e-mail with Ted Senger re: PwC interview, followup re: same (.2); e-mail to Morrison Foerster re: privilege log problems and calls with Carey Child re: same. (.3)
04/05/2013	131 DT	1						10	100	415.00		1.30	1.30		539.50		Followup re: PwC production, e-mail re: same, call with Carey Child re: same (.3); E-mails with Melissa Balmer, Carey Child and Meserow re: Deloitte interview, followup re: same (.4); E-mails with Ted Senger, Carey Child and Meserow re: PwC interview, followup re: same (.3); followup re: Kirkland privilege log (.3).
04/09/2013	131 DT	1						10	104	415.00		0.50	0.50		207.50		Conference call with Chadbourne (.1); followup with Deloitte re: interview (.2); followup with PwC re: interview (.1); followup with Morrison Foerster re: Deloitte privilege log (.1)
04/10/2013	131 DT	1						10	105	415.00		1.30	1.30		539.50		Status conference call with Examiner (.8); followup re: MoFo privilege log (.2); followup re: PwC deposition (.1); followup re: JPMorgan production of e-mails.
04/11/2013	131 DT	1						10	106	415.00		0.10	0.10		41.50		Conference with Carey Child re: interview issues
04/12/2013	131 DT	1						10	107	415.00		0.50	0.50		207.50		Call with Tim Martin re: interviews (.1); call and e-mails with Deloitte re: interview documents (.2); e-mails with PwC re: interview documents (.2)
04/15/2013	131 DT	1						10	109	415.00		0.90	0.90		373.50		Followup re: interviews with PwC (.3) and Deloitte (.3), call with Melissa Balmer (.2) and Tim Martin (.1) re: same
04/16/2013	131 DT	1						10	110	415.00		0.20	0.20		83.00		Conference with EBL re: PwC interview
04/18/2013	131 DT	1						10	146	415.00		0.20	0.20		83.00		Calls and e-mails with David Sorgen re: Deloitte interview (.1)
04/19/2013	131 DT	1						10	147	415.00		0.10	0.10		41.50		Analyzed e-mail from Sunitha re: updates.

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Date: 06/04/2013

Page: 3

Client: 19127.001M ResCap Examiner (Continued)

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
04/22/2013	131 DT	1						10	148	415.00		0.30	0.30		124.50		Call with Kelley Drye re: JP Morgan ESI
04/25/2013	131 DT	1						10	149	415.00		0.20	0.20		83.00		issues, followup with Bob Schwinger re: same
04/26/2013	131 DT	1						10	150	415.00		0.20	0.20		83.00		Followup with Kelley Drye and Robert
04/29/2013	131 DT	1						10	151	415.00		0.20	0.20		83.00		Schwinger re: JP Morgan issues
																	Followup with Kelley Drye re: ceasing e-mail
																	search
																	E-mail with Melissa Balmer re: interview
																	followup, followup with Tim Martin re: same
Billable Total:		131 Daniel Tepper										17.00	17.00		7,055.00		
Total Billable Fees												23.90	23.90		10,781.00		
Expenses																	
04/11/2013	7 EBL							603	147						172.08		Carfare MinuteMen #15226
Billable Total:		Tcode 603 Carfare													172.08		
04/03/2013	7 EBL		D					611	134	0.100	48.00				4.80		Reproduction/Duplication
04/03/2013	7 EBL		D					611	135	0.100	48.00				4.80		Reproduction/Duplication
04/03/2013	7 EBL		D					611	136	0.100	1.00				0.10		Reproduction/Duplication
04/03/2013	7 EBL		D					611	137	0.100	1.00				0.10		Reproduction/Duplication
04/04/2013	7 EBL		D					611	138	0.100	2.00				0.20		Reproduction/Duplication
04/04/2013	7 EBL		D					611	139	0.100	4.00				0.40		Reproduction/Duplication
04/04/2013	7 EBL		D					611	140	0.100	2.00				0.20		Reproduction/Duplication
04/04/2013	7 EBL		D					611	141	0.100	2.00				0.20		Reproduction/Duplication
04/04/2013	7 EBL		D					611	142	0.100	3.00				0.30		Reproduction/Duplication
04/04/2013	7 EBL		D					611	143	0.100	1.00				0.10		Reproduction/Duplication
04/04/2013	7 EBL		D					611	144	0.100	1.00				0.10		Reproduction/Duplication
04/04/2013	7 EBL		D					611	145	0.100	1.00				0.10		Reproduction/Duplication
Billable Total:		Tcode 611 Reproduction/Duplication													11.40		
04/15/2013	7 EBL		D					613	149						0.20		Telephone
04/15/2013	7 EBL		D					613	150						0.20		Telephone
Billable Total:		Tcode 613 Telephone													0.40		
04/01/2013	7 EBL		D					703	133	0.100	7.00				0.70		Scanning
04/05/2013	7 EBL		D					703	146	0.100	1.00				0.10		Scanning
Billable Total:		Tcode 703 Scanning													0.80		
04/11/2013	7 EBL							710	148						76.50		NYC Messenger #15224
04/29/2013	7 EBL							710	230						17.00		NYC Messenger #15444
Billable Total:		Tcode 710 NYC Messenger													93.50		
Total Billable Expenses															278.18		

**Tabs3 Detail Work-In-Process Report**  
Wolf Haldenstein Adler Freeman & Herz LLP

Date: 06/04/2013

Client: 19127.001M ResCap Examiner (Continued)

**RECAP**

Fees:	10,781.00	Previous Balance:	48,533.83		
Expenses:	278.18	Payments/Credits:	0.00		
Advances:	0.00				
<b>Total WIP:</b>	<b>11,059.18</b>	<b>Balance Due:</b>	<b>48,533.83</b>	<b>Total:</b>	<b>59,593.01</b>
Other WIP:	Hours: 0.10	Fees: 41.50	Exps: 200.58	Advs: 0.00	
<b>A/R:</b>	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>91-120</b>	<b>121-180</b>
	0.00	36,478.08	10,149.85	1,905.90	0.00
					<b>181+</b>
					0.00

**Tabs3 Detail Work-In-Process Report**  
 Wolf Haldenstein Adler Freeman & Herz LLP

Date: 06/04/2013

Page: 5

Client: 19127.002M ResCap Examiner

RESCAP

Contact:

**Fee/Retention Applications**

Primary Timekeeper: 7 EBL Category: 1 Commercial Litigation  
 Secondary Timekeeper: 7 EBL Draft Template: EBL Rate Code: 1  
 Originating Timekeeper: 7 EBL Final Template: EBL Date Opened: 01/31/2013  
 Previous Balance: 4,860.00

Date	Tmkr	Cat	Src	H P	T X	B C	R C	Tcode	Ref #	Rate	Units	Hours Worked	Hours to Bill	Write-Up/ Down Hrs	Amount	Write-Up/ Down Amt	Description
<b>Fees</b>																	
04/02/2013	7 EBL	1						499	18	540.00		1.00	1.00		540.00		Revised February monthly statement
04/03/2013	7 EBL	1						499	19	540.00		0.50	0.50		270.00		Prepared estimates for Chadbourne revised budget; email to Seife re same
04/11/2013	7 EBL	1						499	20	540.00		1.00	1.00		540.00		Appeared in court on fee application
04/29/2013	7 EBL	1						499	27	540.00		2.00	2.00		1,080.00		Draft March fee statement
Billable Total:			7 Eric B. Levine									4.50	4.50		2,430.00		
<b>Total Billable Fees</b>												4.50	4.50		2,430.00		

**RECAP**

Fees:	2,430.00				
Expenses:	0.00	Previous Balance:	4,860.00		
Advances:	0.00	Payments/Credits:	0.00		
<b>Total WIP:</b>	<b>2,430.00</b>	<b>Balance Due:</b>	<b>4,860.00</b>	<b>Total:</b>	<b>7,290.00</b>
<b>A/R:</b>	<b>0-30</b>	<b>31-60</b>	<b>61-90</b>	<b>91-120</b>	<b>121-180</b>
	0.00	4,860.00	0.00	0.00	0.00

<b><u>Exhibit D</u></b>		
<b>Residential Capital, LLC et al</b>		
<b>Summary of Expenses Incurred</b>		
<b>January 1, 2013</b>	<b>through</b>	<b>4/40/13</b>
<b><u>Disbursement</u></b>		<b><u>Amount</u></b>
Messenger Service		1070.45
Copying and Printing		253.95
Telephone		1.58
Scanning		5
Transportation		172.08
Witness Fees		120
Total		1,623.06

**EXHIBIT E**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**CERTIFICATION UNDER GUIDELINES FOR FEES  
AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT FIRST  
INTERIM FEE APPLICATION OF WOLF HALDENSTEIN ADLER FREEMAN  
& HERZ LLP, CONFLICTS COUNSEL TO THE EXAMINER, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD FROM JANUARY 1, 2013 THROUGH AND  
INCLUDING APRIL 30, 2013**

---

Eric B. Levine, on behalf of Wolf Haldenstein Adler Freeman & Herz LLP, conflicts counsel to the Court-appointed Examiner in the Chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the Debtors), hereby certifies, pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases effective as of February 5, 2013 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and, together with the Local Guidelines, the “Guidelines”), that:

1. I am partner with Wolf Haldenstein Adler Freeman & Herz LLP (“Wolf Haldenstein”), counsel for Arthur J. Gonzalez, the Court-appointed examiner (the “Examiner”) in the Debtors’ Chapter 11 cases, and am the professional designated by the applicant, Wolf Haldenstein, for compliance with these Guidelines.

2. This certification is made in respect of the second interim fee application of Wolf Haldenstein for an allowance of compensation and reimbursement of expenses for the period from January 1, 2013 through and including April 30, 2013 (the “Application”) in accordance with the Guidelines.

3. In respect of the Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Wolf Haldenstein and generally accepted by Wolf Haldenstein’s clients; and
- (d) in providing a reimbursable service, Wolf Haldenstein does not make a profit on that service, whether the service is performed by Wolf Haldenstein in-house or through a third party.

4. I certify that Wolf Haldenstein has complied with the Guidelines that the Examiner has reviewed and approved the Application.

5. I certify that Wolf Haldenstein has provided to counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) with, on a monthly basis, a statement of Wolf Haldenstein’s fees and disbursements accrued during the previous month.

6. In respect of the Guidelines, I certify that the Debtors, counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors and the U.S. Trustee, are each being provided with a copy of the Application at least fourteen (14) days before the hearing on the Application.

7. To the best of my knowledge, information and belief, with respect to the disbursements for which reimbursement is sought: (i) Wolf Haldenstein does not make a profit on such disbursement; (ii) Wolf Haldenstein does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital layout; and (iii) Wolf Haldenstein requests reimbursement only for the amount billed to Wolf Haldenstein by the third-party vendor and paid by it to such vendor.

8. With respect to photocopying and facsimile transmission expenses, Wolf Haldenstein's charges do not exceed the maximum rate set by the Guidelines (there is no charge for incoming facsimile transmissions). These charges are intended to cover Wolf Haldenstein's direct operating costs for photocopying and facsimile facilities, which costs are not incorporated into Wolf Haldenstein's hourly billing rates. Only clients who actually use photocopying, facsimile, and other such office services are separately charged for the same. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying, facsimile, and document production facilities and services.

9. In addition, same day and overnight delivery of documents and other materials are sometimes required as a result of deadlines necessitating the use of such express services. These disbursements are not included in Wolf Haldenstein's overhead for the purpose of setting billing rates.



10. In seeking reimbursement for all services billed by a third party such as outside professional services, Wolf Haldenstein bills its clients at the actual costs incurred.

11. In providing reimbursable services, Wolf Haldenstein bills at rates which are in accordance with the practices customarily employed by Wolf Haldenstein and generally accepted by its clients. In providing these services, Wolf Haldenstein bills out the charges at rates which are determined by Wolf Haldenstein in good faith to be sufficient only to cover its costs and does not provide a profit from these services.

12. Wolf Haldenstein has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Examiner.

13. By this certification Wolf Haldenstein does not waive or release any rights or entitlements it has under the order of this Court entered December 27, 2012, approving, under section 327(a) of title 11, United States Code, Wolf Haldenstein's retention by the Examiner pursuant to Wolf Haldenstein's normal billing rates and customary reimbursement and disbursement practices.

Dated: New York, New York  
August 5, 2013

/s/  
Eric B. Levine

/711768